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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Habana Realty Corp

Signature _____

Requested by HW

1/8

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**ARTICLES OF INCORPORATION
OF
HABANA REALTY CORP.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the laws of the State of Florida, as follows:

ARTICLE I

Name

The name of the Corporation is **Habana Realty Corp.**

Address

The principal place of business of the Corporation is 1313 Gray Street, Tampa, Florida 33606.

The principal mailing address of the Corporation is 1313 Gray Street, Tampa, Florida 33606.

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation are filed, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE VI **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1313 Gray Street, Tampa, Florida 33606, and the name of its initial registered agent at such address is Gary Cohen.

ARTICLE VIII **Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer. The same person may hold the offices of the Vice President, Secretary and Treasurer simultaneously.

The names of the persons who are to serve as officers of the Corporation are as follows:

| <u>Office</u> | <u>Name</u> |
|--|--------------------|
| President | Gary Cohen |
| Vice President, Secretary and Treasurer | Andrew Cohen |

The officers must be elected by the Board of Directors at its first meeting following the annual meeting of the Corporation and shall serve at the pleasure of the Board of Directors.

The officers shall have such duties, responsibilities and powers as provided in the By-Laws and by Chapter 617, Florida Statutes.

ARTICLE IX

Directors

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name and address of the initial director of the Corporation, who shall serve until his successor(s) is duly elected and qualified, are:

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---------------------|--------------------|--|
| Director | Andrew Cohen | 1313 Gray Street Tampa, Florida 33606 |
| Director | Gary Cohen | 1313 Gray Street Tampa, Florida 33606 |

ARTICLE X

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Gary Cohen | 1313 Gray Street Tampa, Florida 33606 |

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

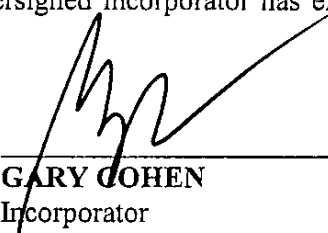
ARTICLE XII
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 3, 2007.



GARY COHEN
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.



GARY COHEN – Registered Agent

Dated: January 3, 2007

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TALLAHASSEE, FLORIDA